

**IN THE UNITED STATES DISTRICT COURT
FOR THE WESTERN DISTRICT OF WISCONSIN**

ROBERT BERG, Individually and On Behalf)
of All Others Similarly Situated,)
)
)
Plaintiff,)
) Case No. 17-CV-379-JDP
v.)
)
)
SAJAN, INC., SHANNON ZIMMERMAN,)
ANGELA ZIMMERMAN, BENJAMIN F.)
ALLEN, MICHAEL W. ROGERS, BENNO)
G. SAND, THOMAS MAGNE, AMPLEXOR)
USA INC., and AMPLEXOR FALCON,)
INC.,)
)
Defendants.)

STIPULATION AND [PROPOSED] ORDER OF DISMISSAL

WHEREAS, plaintiff Robert Berg (“Plaintiff”) filed the above-captioned action (the “Action”) challenging the disclosures made by Sajan, Inc. (“Sajan” or the “Company”) in connection with the proposed acquisition of Sajan by Amplexor USA Inc. (“Parent”) and Amplexor Falcon, Inc. (“Merger Sub,” and together with Parent, “Amplexor”), pursuant to a definitive agreement and plan of merger filed with the United States Securities and Exchange Commission (“SEC”) on or around April 26, 2017 (the “Transaction”);

WHEREAS, the Action asserts claims for violations of Sections 14(a) and 20(a) of the Securities Exchange Act of 1934 by defendants in connection with Sajan’s preliminary proxy statement filed with the SEC on or around May 12, 2017 (the “Preliminary Proxy Statement”);

WHEREAS, on June 13, 2017, Sajan filed a Final Proxy Statement with the SEC that included certain additional information relating to the Transaction that addressed and mooted Plaintiff’s claims (the “Supplemental Disclosures”);

WHEREAS, Plaintiff's counsel intend to assert a claim for a mootness fee and expenses in connection with the mooted claims (the "Fee Application"), and seek Court intervention only if the parties cannot resolve Plaintiff's Fee Application;

WHEREAS, all of the defendants in the Action reserve all rights, arguments, and defenses, including the right to oppose any potential Fee Application;

WHEREAS, no class has been certified in the Action;

WHEREAS, for the avoidance of doubt, no compensation in any form has passed directly or indirectly to Plaintiff or his attorneys and no promise, understanding, or agreement to give any such compensation has been made, nor have the parties had any discussions concerning the amount of any mootness fee application or award;

WHEREAS, defendants have denied and continue to deny any wrongdoing and contend that no claim asserted in the Action was ever meritorious;

NOW, THEREFORE, upon consent of the parties and subject to the approval of the Court:

IT IS HEREBY ORDERED this _____ day of _____, 2017 that:

1. The Action is dismissed, and all claims asserted therein are dismissed with prejudice as to Plaintiff only. All claims on behalf of the putative class are dismissed without prejudice.

2. Because the dismissal is with prejudice as to Plaintiff only, and not on behalf of a putative class, notice of this dismissal is not required.

3. The Court retains jurisdiction of the Action solely for the purpose of determining Plaintiff's anticipated Fee Application, if filed.

4. This Order is entered without prejudice to any right, position, claim, or defense any party may assert with respect to the Fee Application, which includes the defendants' right to oppose the Fee Application.

5. To the extent that the parties are unable to reach an agreement concerning the Fee Application, they may contact the Court regarding a schedule and hearing to present such application to the Court.

6. Upon completion of briefing, any party may contact the Court to request argument regarding Plaintiff's Fee Application at a time convenient to the Court.

7. If the parties reach an agreement concerning the Fee Application, they will notify the Court. Upon such notification, the Court will close the Action.

Dated: July 26, 2017

KERKMAN WAGNER & DUNN

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IT IS SO ORDERED this _____ day of _____, 2017.

UNITED STATES DISTRICT JUDGE